

AGENDA
CORPORATIONS COMMITTEE

Marriott Hotel, Los Angeles Airport
Friday, June 3, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [5 min.]

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

II. AGENCY AND LIAISONS' REPORTS [45 min.]

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas
6. Secretary of State: Bogart
7. Office of Governmental Affairs: Doyle
8. BLS Committee liaison reports
 - Corporate Law Departments: Sawyers
 - Cyberspace Law: Serepca
 - Financial Institutions: Sostrin
 - Non-Profit Corporations: Delfino
 - Partnerships and LLCs: Deming
 - UCC: Hong
 - Executive Committee: Bishop

III. SUBCOMMITTEE REPORTS [45 min.]

1. Legislation: Stokdyk
 - AB 241 (mergers; certificate of satisfaction)
 - AB 1513 (spot bill for DoC)
 - SB 119 (unanimous written consent; interested directors)
 - SB 627 (usury; §25118)

ALPs:

- (a) Technical Amendments
- (b) Substantive Amendments

2. Communications/Website: Hsu, Sostrin
 - Extranet
 - Website
3. Education/Publications: Shugart/Weakley

IV. 2004-2005 AGENDA: STATUS [70 min.]

1. Opinions Report: Fotenos
2. Guide to Organizing a California Corporation: Shugart/Weakley
3. Uniform Securities Act amendments: Hiraide
4. Close Corporation Model Act adoption: Serepca
5. BLN article re SOX and state law conflicts: Wood
6. Commentary and annotations to National Venture Capital Association Model Forms: Skinner

V. OTHER BUSINESS [15 min.]

1. Article on *VantagePoint Partners 1996 v. Examen, Inc.*
2. Committee Officers 2005-2006